

CHAPMAN AND CUTLER

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November 25, 1998

RECORDATION NO. 21624-147
FILED
NOV 25 '98 12-10PM

NOV 25 12 09 PM '98

RECEIVED
SURFACE TRANSPORTATION
BOARD

Mr. Vernon A. Williams, Secretary
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, D.C. 20423-0001

Re: Virginia Electric and Power Company
Leveraged Lease Financing of Railroad Rolling Stock

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two copies of each of the documents described below. As an attorney representing one of the parties in this transaction, I have knowledge of the matters described in this letter.

(1) Memorandum of Lease Supplement No. 3, dated November 30, 1998, between the Lessor and the Lessee; and

(2) Memorandum of Security Agreement Supplement No. 3, dated November 30, 1998, between the Debtor and the Security Trustee.

The names and addresses of the parties to the enclosed documents are as follows:

MEMORANDUM OF LEASE SUPPLEMENT NO. 3

Lessor: *H* →

First Security Bank, National Association
79 South Main Street
Salt Lake City, Utah 84111

Lessee:

Virginia Electric and Power Company
1 James River Plaza
701 East Cary Street
Richmond, Virginia 23219

Law Offices of
CHAPMAN AND CUTLER

MEMORANDUM OF SECURITY AGREEMENT SUPPLEMENT NO. 3

Debtor: First Security Bank, National Association
79 South Main Street
Salt Lake City, Utah 84111

Security Trustee: Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890

The description of the Equipment covered as of the date hereof by the aforesaid, Memorandum of Lease Supplement No. 3 and Memorandum of Security Agreement Supplement No. 3 is as set forth on Exhibit A hereto.

A fee of _____ dollars (_____) is enclosed. Please time and date stamp the enclosed copy of each of the enclosed documents along with the extra copy of this letter as proof of filing and recordation of the enclosed documents and return the original and any extra copies of such documents and this letter not needed by the Board for recordation to:

Demetria Vong-Spillan, Esq.
Chapman and Cutler
111 West Monroe
Chicago, Illinois 60603

A short summary of each of the documents to appear in the index follows:

Law Offices of
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(3) MEMORANDUM OF LEASE SUPPLEMENT NO. 3:

Memorandum of Lease Supplement No. 3 between First Security Bank, National Association, as Lessor, 79 South Main Street, Salt Lake City, Utah 84111 and Virginia Electric and Power Company, as Lessee, 1 James River Plaza, 701 East Cary Street, Richmond, Virginia 23219, dated November 30 1998, covering new railroad rolling stock bearing the road numbers listed in the exhibit thereto. Memorandum of Lease Supplement No. 3 is related to the Memorandum of Lease between the Lessor and the Lessee dated as of August 15, 1998, which was filed on September 4, 1998.

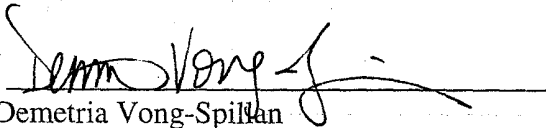
(4) MEMORANDUM OF SECURITY AGREEMENT SUPPLEMENT NO. 3:

Memorandum of Security Agreement Supplement No. 3 between First Security Bank, National Association, as Debtor, 79 South Main Street, Salt Lake City, Utah 84111 and Wilmington Trust Company, as Security Trustee, Rodney Square North, 1100 North Market Street, Wilmington, Delaware 19890, dated November 30, 1998, covering the obligations of the Debtor relating to new railroad rolling stock bearing road numbers listed in the exhibit thereto. The Memorandum of Security Agreement Supplement No. 3 is related to the Memorandum of Security Agreement between the Debtor and the Security Trustee, dated as of August 15, 1998, was filed on September 4, 1998.

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-3019).

Sincerely,

CHAPMAN AND CUTLER

By 
Demetria Vong-Spillan

Enclosure

EXHIBIT A

ITEMS OF EQUIPMENT	QUANTITY	ROAD NUMBERS
Rapid Discharge IV aluminum-bodied, five pocket coal hopper cars manufactured by Trinity Industries, Inc.	100	VAPX 98201-98300 both inclusive.

NOV 25 '98

12-10PM

MEMORANDUM OF LEASE SUPPLEMENT NO. 3

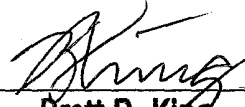
Memorandum of Lease Supplement No. 3, made and entered into on November 30, 1998 by and between First Security Bank, National Association, a national banking association, not individually but solely as Owner Trustee, as Lessor (the "*Lessor*") and Virginia Electric and Power Company, a Virginia public service corporation, as Lessee (the "*Lessee*").

WITNESSETH:

1. The undersigned have entered into that certain Railcar Lease (the "*Lease*"), dated as of August 15, 1998, subject to the term defined in said Lease.
2. A memorandum of said Lease was recorded with the Surface Transportation Board on September 4, 1998 pursuant to Section 11301 of Title 49 of the United States Code.
3. The undersigned have entered into that certain Lease Supplement No. 3, dated November 30, 1998, whereby the terms and provisions of the above-described Lease are made applicable to certain railroad rolling stock bearing road numbers as listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

FIRST SECURITY BANK, NATIONAL
ASSOCIATION, not individually but solely as
Owner Trustee

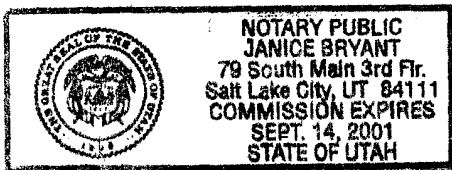
By 
Name: **Brett R. King**
Title: **Assistant Vice President**

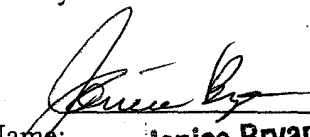
Executed on this 20th day of
November, 1998.

STATE OF UTAH)
) SS:
COUNTY OF SALT LAKE)

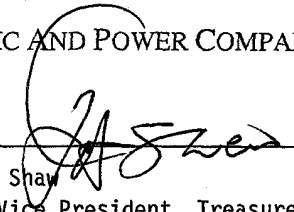
On this, the 20th day of NOVEMBER, before me, a Notary Public in and for said County and State, personally appeared Brett R. King, who being by me duly sworn, says that (s)he is the Assistant Vice President of FIRST SECURITY BANK, NATIONAL ASSOCIATION, that said instrument was signed on November 20, 1998 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.




Name: Janice Bryant
Notary Public
My Commission Expires: _____
Residing in _____

VIRGINIA ELECTRIC AND POWER COMPANY

By 
Name: John A. Shaw
Title: Senior Vice President, Treasurer and
Chief Financial Officer

Executed on this 20th day of
November, 1998.

STATE OF VIRGINIA)
)
CITY OF RICHMOND) SS:

On this, the 20th day of November, 1998, before me, a Notary Public in and for said County and State, personally appeared John A. Shaw, who being by me duly sworn, says that he is the Sr. Vice President, CFO & Treasurer of VIRGINIA ELECTRIC AND POWER COMPANY, that said instrument was signed on November 20, 1998 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Name: K. Lee Pace
Notary Public
My Commission Expires: 06/30/99
Residing in Richmond, Virginia

EXHIBIT A

EQUIPMENT	QUANTITY	ROAD NUMBERS
Rapid Discharge IV aluminum-bodied, five pocket coal hopper cars manufactured by Trinity Industries, Inc.	100	VAPX 98201-98300, both inclusive.